

**POLICY ON DETERMINATION OF MATERIALITY FOR
DISCLOSURE OF EVENTS OR INFORMATION**



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A. OBJECTIVE

The Policy is devised in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulations).

The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

B. DEFINITIONS

“Act” shall mean the Companies Act, 2013 and the Rules framed there under, including any modifications, clarifications, circulars or re-enactment thereof.

“Board” means Board of Directors of the Company.

“Directors” means Directors of the Company

“Material Event” or “Material Information” shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause D of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Material Subsidiary” shall mean any subsidiary company of the Company which is or has been determined as a material subsidiary as per the provisions of the Listing Regulations.

“The Policy” means Policy on Determination of Materiality for disclosure of events

“The Company” means Nucleus Software Exports Limited and its Subsidiaries

“Schedule” means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein shall derive their meaning from Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company as amended from time to time shall have the meaning respectively assigned to them therein.

C. APPLICABILITY OF THE POLICY

This policy shall be applicable to all the events in the Company, as and when they fall under the criteria enumerated in the policy.

D. GUIDELINES FOR DETERMINING MATERIALITY OF EVENTS OR INFORMATION

The Board has authorised all Executive Directors/CFO/CS of the Company severally as authorised persons for the purpose of determining materiality of an event or information.

The Company shall consider the following criteria for determination of materiality of event or information:

- a) the omission of an event or information is likely to result in discontinuity or alteration of event or information already available publicly; or
- b) the omission of an event or information is likely to result in significant market reaction, if the said omission came to light at a later date;
- c) where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information may be treated as being material, if in the opinion of the Board of Directors of the Company, the event / information is considered material.

E. PROCESS FOR DISCLOSURE

1. Events specified in Schedule III of Listing Regulations are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. inform the stock exchanges in which the securities of the Company are listed;
 - ii. upload on the corporate website of the Company.

Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.

2. The Company shall make disclosure of events as specified in Listing Regulations based on application of guidelines for determining Materiality as per Clause D of the Policy.
3. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.

4. The Company shall disclose all events or information with respect to its Material Subsidiaries.
5. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
6. In case where an event occurs or information is available with the Company, which has not been indicated in Schedule III in listing Regulation, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.
7. All the above disclosures would be hosted on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Preservation and Archival of Documents.

F. AUTHORITY FOR DETERMINING MATERIALITY

1. All Executive Directors/CFO/CS are severally authorised for making disclosures of such material event or information to the stock exchanges.

All Executive Directors/CFO/CS may also be guided by previous guidance of SEBI or comparable international Regulators about materiality, while expressing a view on whether the information is material or not.

G. COMMUNICATION OF THIS POLICY

This Policy shall be hosted on the website of the Company and address of such web link thereto shall be provided in the Annual Report of the Company. This Policy shall also be hosted on Company's intranet.

H. REVIEW OF THIS POLICY

This Policy is purely at the discretion of the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy as per the applicable laws as it deems fit without assigning any reason whatsoever.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions here under and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.